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Master Servicer of Certain Mortgage
Backed Securities Trusts*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,)	
)	Chapter 11
Debtors.)	
)	Jointly Administered

**JOINDER OF WELLS FARGO BANK, N.A., AS MASTER SERVICER FOR
RESIDENTIAL MORTGAGE BACKED SECURITIES TRUSTS TO
SUPPLEMENT TO PRE-AUCTION OBJECTIONS OF THE
RMBS TRUSTEES TO THE DEBTORS' SALE MOTION**

Wells Fargo Bank, N.A. ("**Wells Fargo**"), solely in its capacity as master servicer for certain mortgaged backed securities trusts (in such capacity, the "**Master Servicer**"), hereby files its Joinder (the "**Joinder**") to the *Supplement to Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion* (Docket No. 1987; the "**Supplement to Trustees' Pre-Auction Objection**"). The Master Servicer respectfully states as follows:

JOINDER

1. Wells Fargo, solely in its capacity as trustee or indenture trustee for certain mortgaged backed securities trusts, and together with Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas, The Bank of New York Mellon Trust Company, N.A., and U.S. Bank National Association, each solely in their

respective capacity as trustees of certain mortgage backed securities trusts (the “**RMBS Trustees**”), jointly filed their Supplement to Trustees’ Pre-Auction Objection.

2. Wells Fargo is the Master Servicer for certain other securitization trusts serviced in whole or in part by certain Debtor entities.¹ Wells Fargo’s role as Master Servicer of certain mortgage backed securities trusts is separate and distinct from its role as one of the RMBS Trustees and its claims, as Master Servicer, are separate and distinct from its claims arising from its role as one of the RMBS Trustees. Wells Fargo does not serve simultaneously as the master servicer and trustee of any residential mortgage-backed securities trust.

3. By this Joinder, the Master Servicer joins in the RMBS Trustees’ Supplement to the Trustees’ Pre-Auction Objection and incorporates herein by reference paragraphs 1 – 7 thereof.

¹ Additional detail regarding Wells Fargo’s separate role as Master Servicer are set forth in the “Joinder of Wells Fargo Bank, N.A. as Master Servicer for Residential Mortgage Backed Securities Trusts to: (A) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief; and (B) Limited Objection of Certain Trustees for Residential Mortgage Backed Securities Trusts to the Debtors’ Postpetition Financing Motions,” (Docket 292) (the “**First Joinder**”). The First Joinder was accompanied by a Declaration of Martin G. Bunin (Docket 296) (the “**Bunin Declaration**”) that attached three “exemplar” documents. In the first exemplar document a Debtor (and another unaffiliated servicer) is a direct party to the pooling and servicing agreement along with the Master Servicer and certain other parties (Exhibit A to the Bunin Declaration, the “**PSA Exemplar 1**”). The second uses very different documentation. The trust is formed pursuant to a pooling and servicing agreement (Exhibit B-1 to the Bunin Declaration, the “**PSA Exemplar 2**”) to which neither the Debtor nor any of the other seven (7) servicers in the transaction is a party. Rather the Debtor (and the other servicers) is a party to a separate servicing agreement which is assigned ultimately to the trustee of the trust so formed via an Assignment Assumption & Recognition agreement (attached as Exhibit B-2 to the Bunin Declaration, the “**AAR Exemplar 2**”). Though the trustee is the assignee of such rights, the PSA Exemplar 2 and the AAR Exemplar 2 make clear that the Master Servicer is charged with monitoring the performance and enforcing the obligations of the Debtor.

WHEREFORE, for the reasons set forth herein, the Master Servicer respectfully requests that this Court grant the relief sought herein.

Dated: New York, New York
October 29, 2012

Respectfully submitted,

ALSTON & BIRD LLP

/s/ Martin G. Bunin

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